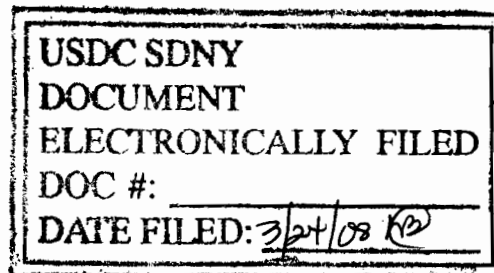


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ATTORNEYS FOR RBC DAIN RAUSCHER, INC.

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK



----- X  
SUSAN M. CAPOZZOLI, individually, and on  
behalf of all others similarly situated,

Plaintiffs,

-against-

CASE NO. 07-CV-11200 (SHS) (FM)

RBC DAIN RAUSCHER, INC., JOHN DOES  
1-50 (said names being fictitious individuals),  
and ABC CORPORATIONS 1-50 (said names  
being fictitious companies, partnerships, joint  
ventures and/or corporations),

Defendants.  
----- X

**STIPULATION AND ~~PROPOSED~~ ORDER**

WHEREAS, on December 12, 2007, Plaintiff commenced a proceeding against RBC in the United States District Court for the Southern District of New York, entitled *Capozzoli v. RBC Dain Rauscher, Inc.*, Case No. 07-cv-11200 (SHS)(FM) (the "Capozzoli Action"). The Capozzoli Action is a putative nationwide collective action and New York state class action alleging overtime violations under the federal Fair Labor Standards Act ("FLSA") and New York state wage and hour laws. This lawsuit alleges that RBC Dain misclassified current and former "securities brokers" as exempt from overtime pay provisions and made illegal deductions from their pay.

WHEREAS, the Capozzoli Action is the fourth in a series of cases challenging the exempt status of RBC's Financial Consultants and seeking unpaid overtime under the FLSA and various state laws. *Volkoff et al. v. RBC Dain Rauscher*, No. 06-CV-3093 (D. Minn.) was filed in the United States District Court for the District of Minnesota on July 24, 2006. *David v. RBC Dain Rauscher et al.*, was filed in the Superior Court of the State of California on July 27, 2006 (BC256065), removed to the United States District Court for the Central District of California on September 18, 2006 (No. CV-06-05941 (C.D. Ca.)), and transferred to United States District Court for the District of Minnesota on November 3, 2006. *Kennedy et al. v. RBC Dain Rauscher et al.*, was filed in the Superior Court of the State of California on Oct. 18, 2006 (BC360586), removed to the United States District Court for the Central District of California on November 22, 2006 (No. CV-06-7475 (C.D. Ca.)), and transferred to the United States District Court for the District of Minnesota on January 26, 2007.

WHEREAS, by order dated May 11, 2007, *Volkoff*, *David* and *Kennedy* were consolidated into *In Re RBC Dain Rauscher Overtime Litigation*, Master File No. 06-03093 ("Consolidated Minnesota Action"). The Consolidated Minnesota Action now sits in front of United States District Court Judge Tunheim and Magistrate Judge Noel.

WHEREAS, the Defendant agrees to share all discovery already produced in the Consolidated Minnesota Action with the Plaintiff, within fourteen (14) business days of the transfer of this action, contingent upon Plaintiff agreeing to abide by confidentiality provisions already in place.

WHEREAS, the Plaintiff reserves her right to seek to modify the Amended Pretrial Order No. 1 so ordered May 10, 2007 and entered in the District Court in Minnesota once this case is

transferred to Minnesota and Defendant reserves the right to oppose any modification of the  
aforementioned Pretrial Order.

NOW THEREFORE, in consideration of the foregoing, the terms and undertakings set  
forth below, the parties stipulate that this Court transfer the Action to the District of Minnesota  
for consolidation with the Consolidated Minnesota Action.

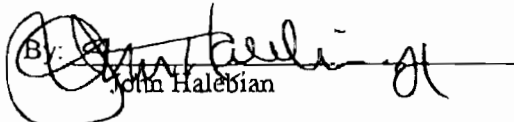
Respectfully submitted,

MORGAN, LEWIS & BOCKIUS LLP  
Attorneys for Defendant  
RBC Dain Rauscher

By:   
Christopher Parlo

Dated: March 20, 2008

LOVELL STEWART HALEBIAN LLP  
Attorneys for Plaintiff  
Susan M. Capozzoli

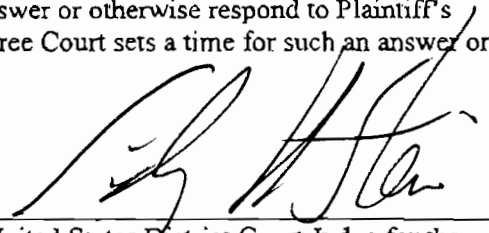
By:   
John Halebian

Dated: March 20, 2008

IT IS HEREBY ORDERED that *Capozzoli v. RBC Dain Rauscher, Inc.*, Case No. 07-cv-11200 (SHS)(FM) ~~will~~ be transferred to the United States District Court for the District of Minnesota for ~~the~~ Consolidation with *In Re RBC Dain Rauscher Overtime Litigation*, Master File No. 06-03093. Any deadline for Defendant to answer or otherwise respond to Plaintiff's complaint will be stayed until the time that the transferee Court sets a time for such an answer or pleading.

**SO ORDERED:**

Dated: 3/21, 2008

  
United States District Court Judge for the  
Southern District of New York,  
Honorable Judge Sidney H. Stein